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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PUBLIC EMPLOYEES' RETIREMENT SYSTEM OF MISSISSIPPI, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

v.

GOLDMAN SACHS GROUP, INC., et al.,

Defendants.

No. 09-CV-1110-HB

STIPULATION AND ~~[PROPOSED]~~ ORDER

This Stipulation is entered into between plaintiff, Public Employees' Retirement System of Mississippi ("Plaintiff"), and defendants The Goldman Sachs Group, Inc., Goldman, Sachs & Co., Goldman Sachs Mortgage Company, GS Mortgage Securities Corp., Jonathan S. Sobel, Daniel L. Sparks and Mark Weiss (collectively "Defendants" and, together with Plaintiff, "Parties").

WHEREAS, by Opinion and Order ("Decision") entered January 12, 2011, the Court granted in part and denied in part Defendants' motion to dismiss Plaintiff's Second Amended Complaint: and

WHEREAS, the Parties agree to extend Defendants' time to answer the Second Amended Complaint to forty-five (45) days after entry of the Decision;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among the undersigned Parties through their respective counsel, that the time for Defendants to serve and file their Answer to the Second Amended Complaint is extended through and including February 28, 2011.

This is the first request for an extension of time to respond to the Second Amended Complaint following the Court's Decision. The current deadline for service and filing of Defendants' Answer to the Second Amended Complaint is January 26, 2011. By entering into this Stipulation, the Parties do not waive, and expressly preserve, all rights, claims and defenses in the above-captioned action.

Dated: New York, New York
January 24, 2011

[signature]
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Counsel for Defendants The Goldman Sachs Group, Inc., Goldman, Sachs & Co., Goldman Sachs Mortgage Company, GS Mortgage Securities Corp., Jonathan S. Sobel, Daniel L. Sparks and Mark Weiss

SO ORDERED:

[signature]
Harold Baer, Jr., U.S.D.J.

Date: 1/25/11